

RECORDATION NO. 12785 Filed 1425

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JAN 21 1981 -1 15 PM
BURLINGTON NORTHERN
INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

RECORDATION NO. 12785 Filed 1425

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176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

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INTERSTATE COMMERCE COMMISSION
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JAN 21 1981
Fee \$ 50.00

JAN 21 1981 -1 15 PM
INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

January 20, 1981
RECORDATION NO. 12785 Filed 1425

Gentlemen:

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JAN 21 1981 -1 15 PM

INTERSTATE COMMERCE COMMISSION
INTERSTATE COMMERCE COMMISSION
There is submitted herewith for filing with the Commission pursuant to Section 11303 of the Interstate Commerce Act two fully conformed counterparts of that certain St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 which ran in favor of Guaranty Trust Company Of New York as Trustee, together with Amendments thereto, dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, March 2, 1970 and October 14, 1976, together with two original counterparts of the Satisfaction and Release of said mortgage dated November 12, 1980.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the mortgage are as follows:

St. Paul-Duluth Division Mortgage, Northern Pacific Railway Company

Original Trustee: Guaranty Trust Company of New York
New York, New York

Successor Trustee: Morgan Guaranty Trust Company of New York
Attn: Corporate Trust Department
30 West Broadway
New York, New York 10015

Original Mortgagor: Northern Pacific Railway Company
176 East Fifth Street
St. Paul, Minnesota 55101

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Steven Paul Rued
C. [Signature]

January 20, 1981

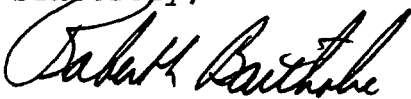
Successor Mortgagor: Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

General Description of the Mortgage:

All of the line of railroad branches and other property formerly belonging to the St. Paul-Duluth Railway Company (predecessor in interest and title to Northern Pacific Railway Company, predecessor in interest and title to Burlington Northern Inc.), the main line of which extend generally from the City of St. Paul in Ramsey County, Minnesota, to Lake Superior at Duluth in St. Louis County, Minnesota, a distance of 156 miles more or less, together with branches thereof as more fully described in the Granting Clauses of said mortgage. All of which have now been released from the lien of the mortgage and the mortgage fully cancelled, satisfied, and discharged.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel; one set of the enclosed documents, stamped and bearing the notation as provided in Section 1116.5(a) of the Commission's Regulations.

Sincerely,



Robert L. Bartholic
Assistant General Counsel

RLB/gtdl,23



BURLINGTON NORTHERN

LAW DEPARTMENT

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

No. 02.51177

Date JAN 23 1981

For \$ 110.00

100 Washington, D. C.

January 21, 1981

Mrs. Carolyn H. Kunkel
Kunkel Transportation Services, Inc.
Suite 523
425-13th Street N.W.
Washington, D.C. 20004

Dear Mrs. Kunkel:

With reference to Mr. Bartholic's telephone conversation today with Ms. Mildred Lea of the Recording Section of the Interstate Commerce Commission I am enclosing a check for an additional \$110 filing fee for the filing and recordation of the St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 and its supplements, and Satisfaction with the Interstate Commerce Commission.

Please handle as before.

Very truly yours,

Patricia A. Jung

Patricia A. Jung
Administrative Secretary

Enclosure

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INTERSTATE COMMERCE COMMISSION

**First Supplement to St. Paul—
Duluth Division Mortgage.**

NORTHERN PACIFIC RAILWAY COMPANY

TO

**GUARANTY TRUST COMPANY
OF NEW YORK,**

Trustee.

Dated July 1, 1902.

C. C. BURGOYNE, Walker and Centre Streets, N. Y.

THIS INDENTURE, made this first day of July, in the year one thousand nine hundred and two (1902), between the **NORTHERN PACIFIC RAILWAY COMPANY**, a corporation created by and existing under the laws of the State of Wisconsin, hereinafter termed the "**Railway Company**," party of the first part, and the **GUARANTY TRUST COMPANY OF NEW YORK**, a corporation created by and existing under the laws of the State of New York, hereinafter termed the "**Trustee**," party of the second part:

WHEREAS the Railway Company heretofore and on or about the 15th day of June, 1900, made its certain mortgage or trust deed to the Trustee, dated on said last-named day, designated "**St. Paul-Duluth Division Mortgage**," wherein and whereby the Railway Company, to secure the payment of principal and interest of certain bonds to be issued in accordance with the provisions of said mortgage, the amount of the principal sum of said bonds being limited by the terms of said mortgage to twenty million dollars, did convey to the Trust Company, the railroad property, equipments and franchises theretofore belonging to the Saint Paul and Duluth Railroad Company consisting, among other things, of a main line extending from the City of St. Paul, in Ramsay County, Minnesota, to Lake Superior, at Duluth, in St. Louis County, Minnesota, a distance of one hundred and fifty-six miles, more or less, together with various branches and other property rights more particularly described and set forth in said mortgage, and including all the roadbed, superstructures, rights of way, rails and tracks, side tracks, bridges, viaducts, buildings depots, stations, engines, machine shops and other structures, turntables, water stations, fences and other fixtures, gravel beds, betterments, additions and improvements, however held and

wherever situated, then owned or which thereafter might be acquired by the Railway Company, and constituting a part of the railway and branches, or any of them, terminals or other property, then or thereafter, subject to the lien of said mortgage, or acquired for use in connection therewith, or for the enjoyment or operation thereof, and all appendages, appurtenances, rights, privileges, easements, immunities and franchises, then or thereafter connected with or pertaining to any of said railways, branches or other property, or any part thereof, or the use or enjoyment thereof; and

WHEREAS, Section 5, of Article One, of said mortgage, provides that Five Million Dollars, par value, of the bonds authorized to be issued under and secured by the said mortgage should be reserved to be executed, certified and delivered only for the construction or acquisition of additional branch lines or extensions, upon which said mortgage shall become a first and paramount lien, connecting with the lines of railway then subject to the lien of said mortgage, and additional terminal properties, upon which said mortgage shall be a first and paramount lien, for use in connection with the said lines of railway either at St. Paul, Minneapolis or Duluth, in the State of Minnesota, or at West Superior, in the State of Wisconsin, and for the construction of second tracks upon any of the lines of railway subject to said mortgage, and that the Trustee shall certify and deliver to said Railway Company, from the five million dollars par value of bonds reserved under this section, an amount equal at par to expenditure made for the purposes aforesaid, and further provides that before certifying and delivering bonds under this section there shall be delivered to the Trustee, among other things, such instruments and conveyances as may be necessary to vest in the Trustee, free from any prior lien or incumbrance all such branches, extensions, terminals or other new property so constructed or acquired in respect of which such bonds are to be issued; and

WHEREAS, on or about the 26th day of May, 1902, said Railway Company purchased from the Duluth Transfer Railroad Company, for the sum of five hundred and fifty thousand dollars (\$550,000), the property hereinafter described as Parcel Number One for additional terminal properties at Duluth, in the State of Minnesota, for use in connection with the line of railroad conveyed by said mortgage, extending from the City of St. Paul, in Ramsey County, Minnesota, to Lake Superior, at Duluth, in St. Louis County, Minnesota, and now desires to convey the same to the said Trustee in accordance with the provisions of said mortgage in order that bonds amounting at par to the purchase price thereof may be certified and delivered to the Railway Company under and in accordance with the provisions of Section 5, of Article One, of said mortgage; and

WHEREAS, Section 4, of Article One, of said mortgage, provides that Five hundred and two thousand dollars (\$502,000) par value of the bonds authorized to be issued under and secured by said mortgage should be reserved to be executed, certified and delivered only for the purpose of reducing grades and making changes of the lines of railways and branches then subject to this indenture, and for the acquisition or construction of other betterments or improvements of any of the railways, branches or terminals then subject to the lien of this mortgage, and for the acquisition of new real estate or other additions, upon which said indenture shall become a first lien, and that the Trustee shall certify and deliver to said Railway Company, or upon its order, from the five hundred and two thousand dollars par value of bonds reserved under this section, an amount equal at par to the expenditures made for the purposes aforesaid, and further provides, that, before certifying and delivering bonds under this section, there shall be delivered to the Trustee, among other things, such instruments and conveyances as may be necessary to vest in the Trustee, free from any prior lien or incumbrance, any such new properties so acquired in respect of which bonds are to be issued; and

WHEREAS, on or about the 21st day of June, 1902, said Railway Company purchased from the Union Depot and Transfer Company of Stillwater, for the sum of Ninety-five thousand dollars (\$95,000), the property hereinafter described as Parcel Number Two for additional terminal properties at Stillwater, in the State of Minnesota, for use in connection with the lines of railroad described in and subject to the lien of said St. Paul-Duluth Division Mortgage, and now desires to convey the same to the said Trustee in accordance with the provisions of said mortgage in order that bonds amounting at par value to the purchase price thereof may be certified and delivered to the Railway Company under and in accordance with the provisions of said Section 4, of Article One, of said mortgage; and

WHEREAS, there have heretofore been no bonds issued under the provisions of either Section 4 or Section 5, of Article One, of said mortgage; and

WHEREAS, at a meeting of the Executive Committee of the Northern Pacific Railway Company held at its office in the City of New York, on June 25th, 1902, a draft of this indenture was submitted and read and a resolution in the following words was duly and unanimously adopted, viz.:

"Resolved, That the President or Vice-President and Secretary or Assistant Secretary of the Northern Pacific Railway Company be and hereby they are authorized and directed to execute and acknowledge and deliver, in behalf of this company and under its corporate seal, to the Guaranty Trust Company of New York, a corporation of the State of New York, a First Supplement to the St. Paul-Duluth Division Mortgage of this company, substantially in the form thereof now submitted to this Committee, of the properties therein described, by way of further assurance and as further security for the St. Paul-Duluth Division Mortgage bonds issued or to be issued by this company under said mortgage in order that the Trustee may certify and deliver bonds as provided in Sections 4 and 5, of Article One of the said mortgage."

Now, therefore, in consideration of the premises and of the purchase and acceptance of bonds from time to time issued and to be issued under said mortgage by the several holders and takers thereof and of the sum of one dollar to it in hand paid by the Trustee, the Railway Company has made and delivered to the Trustee this First Supplement to its said St. Paul-Duluth Division Mortgage and upon the terms and conditions and for the purposes of the said St. Paul-Duluth Division Mortgage, as therein specified, and to secure the payment of the principal and interest of all such bonds at any time issued and outstanding under said indenture according to their tenor and effect, the Railway Company has granted, bargained, sold, aliened, remised, released, conveyed, confirmed, assigned, transferred and set over, and by these presents does grant, bargain, sell, alien, remise, release, convey, confirm, assign, transfer and set over unto Trustee, party of the second part, its successors and assigns, forever, all and singular the following railroads, terminal property, estates, lands, properties, rights, privileges and franchises, shares of capital stock and other property, viz. :

PARCEL ONE.

All the main line of railroad formerly belonging to the Duluth Transfer Railroad Company within the County of St. Louis and State of Minnesota, commencing in that portion of the City of Duluth known as Bay Front Division and extending in a general southwesterly direction by way of what is known as West Duluth and Spirit Lake, along, upon or near to the shores of the Bay of Superior, St. Louis Bay, Spirit Lake and St. Louis River, to a point at or near that portion of the City of Duluth known as Fond du Lac, together with all branch and connecting lines, spurs, spur tracks, side tracks and switches, connecting directly or indirectly with said main line, also all franchises, rights and privileges, formerly belonging to

the Duluth Transfer Railroad Company, excepting the franchise to be a corporation ; also all depots and yard grounds, rights or rights of way, licenses, easements, buildings, erections, superstructures, car shops, depot and station buildings, waiting rooms, machine shops, blacksmith shops, iron and steel rails, frogs, chains, bars, ties, switches, turnouts, turntables, bridges, trestles, conduits, vaults, cables, rolling stock, motors, cars, engines, boilers, poles, wires, electric appliances, and all other things in anywise belonging or appertaining to the said railroad or railways, easements and property ; also all the real property formerly belonging to the Duluth Transfer Railroad Company situate in the City of Duluth, County of St. Louis and State of Minnesota, to wit: Lots five (5), seven (7), nine (9), eleven (11), thirteen (13), fifteen (15), seventeen (17), nineteen (19), twenty-one (21), twenty-three (23), twenty-five (25), twenty-seven (27), twenty-nine (29), thirty-one (31), in Block six (6) of Bay Front Division of Duluth, according to the recorded plot thereof ; also Block sixty-five (65), seventy-three (73), seventy-four (74) and eighty-six (86), of Rice's Point, according to the recorded plat thereof, together with all and singular the tenements and appurtenances, rights and franchises thereunto belonging or in any wise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title, interest, claim and demand of the party of the first part, either in law or equity, of, in and to the above-described premises, with the hereditaments and appurtenances, being the same property conveyed by the Duluth Transfer Railroad Company to the Northern Pacific Railway Company by deed dated May 26th, 1902.

PARCEL TWO.

All of the railroad terminal property and transfer tracks formerly belonging to the Union Depot and Transfer Company of Stillwater, situate at Stillwater, in the County of Washington and State of Minnesota, including the passenger station and office building known as the Lumberman's Exchange Building, and the land upon which the same are situate, being all that part of Block Twenty-seven (27) of the original plat of Stillwater, East of Water Street; also the railroad yard, depot grounds and transfer tracks formerly belonging to said Union Depot and Transfer Company of Stillwater, situated on Block twenty-eight (28), of said original plat of Stillwater, together with the engine house thereon, and also all property of every kind and nature whatsoever, wherever the same may be situate, connected with or pertaining to or held for the use of said terminal property and transfer tracks conveyed by the said Union Depot and Transfer Company of Stillwater to the Railway Company, party of the first part, on the 21st day of June, 1902, including all tracks, spur tracks, side tracks, switches, all franchises, rights and privileges, formerly belonging to said Union Depot and Transfer Company of Stillwater, except the franchise to be a corporation; all yards, yard grounds, right or rights of way, licenses, easements, buildings, erections, superstructures, iron and steel rails, frogs, chains, bars, ties and switches, turnouts, turntables, bridges, trestles, conduits, vaults, cables, rolling stock, motors, cars, engines, boilers, poles, wires, electric appliances and all other things in any wise belonging or appertaining to the said railroad terminal property and transfer tracks, together with all and singular the tenements and appurtenances, rights and franchises thereunto belonging or in any wise appertaining, and the reversion and reversions, remainder and remainders, rents, issues and profits thereof, and all the estate, right, title and interest, claim and demand

whatsoever of the Railway Company, in law or in equity, of, in and to the above bargained premises, with the hereditaments and appurtenances, and also seventeen hundred and fifty (1750) shares (One hundred and seventy-five thousand dollars (\$175,000) par value) of the capital stock of the Union Depot and Transfer Company of Stillwater.

BUT EXPRESSLY EXCEPTING AND RESERVING, however, unto the Railway Company, party of the first part, the right to grant trackage or other running and operating rights to other railway companies upon and over the railways, tracks, or any part of them, herein referred to in priority to and free from the lien of the said St. Paul-Duluth Division Mortgage of this company, and in case of any such leases, grants or contracts, only the rights of the said Railway Company in or under said leases, grants or contracts shall be subject to said St. Paul-Duluth Division Mortgage.

TO HAVE AND TO HOLD the same unto the Trustee, its successor or successors and assigns, forever.

But in trust, nevertheless, for the equal and proportionate benefit and security of all and every the present and future holders of any and every bond and interest obligation issued under and secured by or to be issued under and secured by the said St. Paul-Duluth Division Mortgage, and as therein set forth.

IN WITNESS WHEREOF, the Northern Pacific Railway Company, the party hereto of the first part, has caused this indenture to be signed and acknowledged or proved by its President and its corporate seal to be hereto affixed and the same to be attested by the signature of its Secretary, and the Guaranty Trust Company of New York, the party of the second part, has caused its corporate seal to be hereto affixed and attested by its Secretary and these presents to be signed and acknowledged or proved by its 3d Vice-President in token

of its acceptance of the trust created, the day and year first
above written.

NORTHERN PACIFIC RAILWAY COMPANY,

by

[SEAL.]

C. S. MELLEN,
President.

Attest:

GEO. H. EARL,
Secretary.

Witnesses as to Northern }
Pacific Railway Com- }
pany :

A. H. KENT,
C. A. SULLIVAN.

GUARANTY TRUST COMPANY OF NEW YORK,

by

[SEAL.]

H. A. MURRAY,
3d Vice-President.

Attest:

E. C. HEBBARD,
Secretary.

Witnesses as to Guaranty }
Trust Company of }
New York :

R. C. NEWTON,
W. BABCOCK.

STATE OF NEW YORK, }
 County of New York, } ss. :
 CITY OF NEW YORK, }

I, JOSEPH B. BRAMAN, a Commissioner of Deeds in the State of New York, thereunto appointed by the Governor of the State of Minnesota, and a Notary Public for the County of New York, thereunto duly appointed by the Governor of the State of New York, do hereby certify that Charles S. Mellen and George H. Earl, whose names are signed to the foregoing mortgage deed hereto attached, bearing date this first day of July, 1902, as President and Secretary respectively of the Northern Pacific Railway Company, the corporation described in and which executed the above instrument as mortgagor, with whom I am personally acquainted, and who are to me personally known and known to me to be the President and Secretary respectively of the Northern Pacific Railway Company, the mortgagor therein named, and to be the individuals and identical persons of that name described in and who executed, and whose names are subscribed to the within and foregoing instrument as President and Secretary respectively, of the Northern Pacific Railway Company, personally appeared before me at my office in said county and corporation aforesaid, and then and there, being informed of the contents of said instrument, they did on this first day of July, 1902, acknowledge the due execution of the within and foregoing mortgage deed on the day the same bears date, and further did acknowledge said instrument to be the free act and deed of said corporation and that they had freely and voluntarily executed, signed, sealed and delivered the said instrument as the free and voluntary act and deed of the Northern Pacific Railway Company as aforesaid for the uses and purposes therein mentioned and contained, and the said Charles S. Mellen and George H. Earl, being by me duly sworn, did depose and say that they resided, the said Charles S. Mellen in the City of St. Paul, and State of Minnesota, and the said George H. Earl in the City of Jersey City, New Jer-

sey ; that they are respectively the President and Secretary of the Northern Pacific Railway Company, the corporation described in and which executed the above instrument ; that they knew the seal of said corporation, that the seal affixed to said instrument was such corporate seal, and that it was so affixed by the order of the board of directors of said corporation, and that they signed their names thereto by like order.

In witness whereof, I have hereunto set my hands and seals of office as Commissioner of Deeds in and for the State of Minnesota, and also as Notary Public in and for the County of New York, State of New York, at my office, in the City of New York, this first day of July, 1902.

JOSEPH B. BRAMAN,

[SEAL.] Commissioner for the State of Minnesota.

JOSEPH B. BRAMAN,

[SEAL.] Notary Public for the County of New York
and State of New York, 120 Broadway,
New York City.

STATE OF NEW YORK, }
County of New York, } ss. :

I, THOS. L. HAMILTON, Clerk of the County of New York, and also Clerk of the Supreme Court of said County, the same being a court of record, do hereby certify that Joseph B. Braman, whose name is subscribed to the certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of making such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in said county, commissioned and sworn and duly authorized to take the same, and, further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court and County the 1st day of July, 1902.

THOS. L. HAMILTON,

[SEAL.]

Clerk.

STATE OF NEW YORK, }
County of New York, } ss. :
CITY OF NEW YORK, }

I, ALFRED MACKAY, a Commissioner of Deeds in the State of New York, thereunto appointed by the Governor of the State of Minnesota, and a Notary Public for the County of New York, thereunto duly appointed by the Governor of the State of New York, do hereby certify that Henry A. Murray and E. C. Hebbard, whose names are signed to the foregoing mortgage deed hereto attached, bearing date this first day of July, 1902, as Third Vice-President and Secretary respectively of the Guaranty Trust Company of New York, the corporation described in and which executed the above instrument as mortgagee, with whom I am personally acquainted, and who are to me personally known and known to me to be the Third Vice-President and Secretary respectively of the Guaranty Trust Company of New York, the mortgagee therein named, and to be the individuals and identical persons of that name described in and who executed and whose names are subscribed to the within and foregoing instrument as Third Vice-President and Secretary respectively of the Guaranty Trust Company of New York, personally appeared before me at my office in said county and corporation aforesaid, and then and there, being informed of the contents of said instrument, they did, on this second day of July, 1902, acknowledge the due execution of the within and foregoing mortgage deed on the day the same bears date, and further did acknowledge said instrument to

be the free act and deed of said corporation and that they had freely and voluntarily executed, signed, sealed and delivered the said instrument as the free and voluntary act and deed of the Guaranty Trust Company of New York as aforesaid for the uses and purposes therein mentioned and contained, and the said Henry A. Murray and E. C. Hebbard being by me duly sworn, did depose and say that they resided, the said Henry A. Murray in the City of New York, State of New York, and the said E. C. Hebbard in the City of New York, State of New York; that they are respectively the Third Vice-President and Secretary of the Guaranty Trust Company of New York, the corporation described in and which executed the above instrument; that they knew the seal of said corporation; that the seal affixed to said instrument was such corporate seal, and that it was so affixed by the order of the board of directors of said corporation, and that they signed their names thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hands and seals of office as Commissioner of Deeds in and for the State of Minnesota, and also as Notary Public in and for the County of New York, State of New York, at my office in the City of New York this second day of July, 1902.

[SEAL.] ALFRED MACKAY,
Commissioner for the State of Minnesota
in New York.

My comⁿ expires August 14th, 1903.

[SEAL.] ALFRED MACKAY,
Notary Public for the County of New York
and State of New York.

My comⁿ expires March 30th, 1904.

STATE OF NEW YORK, }
 County of New York, } ss.:

I, THOS. L. HAMILTON, Clerk of the County of New York, and also Clerk of the Supreme Court of said County, the same being a court of record, do hereby certify that Alfred Mackay, whose name is subscribed to the certificate of the proof or acknowledgment of the annexed instrument and thereon written, was, at the time of making such proof or acknowledgment, a Notary Public in and for the County of New York, dwelling in said county, commissioned and sworn and duly authorized to take the same, and further, that I am well acquainted with the handwriting of such Notary, and verily believe that the signature to said certificate of proof or acknowledgment is genuine.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of said Court and County the 3d day of July, 1902.

THOS. L. HAMILTON,
 Clerk.

[SEAL.]